

PROOF OF CLAIM

*Assignment for the Benefit of Creditors of
BEYOND MUSIC, dba LEFTBANK RECORDS, INC.,
aka LEFTBANK ORGANIZATION*

NAME OF CLAIMANT VF2, Inc. and Violent Femmes

ADDRESS OF CLAIMANT c/o Robert S Meloni, Esq.
405 Park Avenue, 15th Fl., New York, NY 10022

TELEPHONE NO. OF CLAIMANT (212) 935-0900

BASIS FOR CLAIM

- | | | | |
|--------------------------|--------------------------------|--------------------------|--------------------|
| <input type="checkbox"/> | GOODS SOLD | <input type="checkbox"/> | SERVICES PERFORMED |
| <input type="checkbox"/> | MONEY LOANED | <input type="checkbox"/> | TAXES |
| <input type="checkbox"/> | RETIREE BENEFITS | | |
| <input type="checkbox"/> | WAGES, SALARY AND COMPENSATION | | |
| ◆ | YOUR SOCIAL SECURITY NUMBER | | |

◆ UNPAID COMPENSATION FOR SERVICES PERFORMED
FROM _____ TO _____
(DATE) (DATE)

☒ OTHER (Describe briefly) claim for accounting and unpaid royalties
pursuant to agreement for license and/or distribution of sound recordings.
DATE THE DEBT WAS INCURRED January 2000 to present

TOTAL AMOUNT OF CLAIM presently unknown, but belived to be at least \$100,000.
Attach copies of all documents supporting your claim such as promissory notes, invoices,
itemized statements of running accounts, contract, court judgments, or evidence of security
interests. Please attach an itemized statement (summary) of all claims.

Claimant hereby acknowledges that by filing this claim he/she/it: (1) acknowledges
receipt of a copy of the General Assignment; and (2) agrees to be bound by the terms of the
General Assignment.

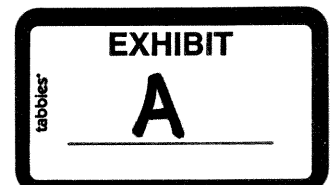
ROBERTS. MELONI, ESQ., as attorney

DATE: June 25, 2003

[Signature]
Signature of Claimant

If claimant is an association, partnership, or corporation, please print the name and title
of the person signing this claim form:

**THIS CLAIM FORM MUST BE RECEIVED BY THE ASSIGNEE
FOR THE BENEFIT OF THE CREDITORS OF LEFT BANK RECORDS,
INC., dba BEYOND MUSIC aka LEFT BANK ORGANIZATION NO
LATER THAN: June 27, 2003**



ADDENDUM TO PROOF OF CLAIM OF VF2, INC. and VIOLENT FEMMES

VF2, Inc. d/b/a Violent Femmes ("VF2") entered into a recording agreement with Left Bank Records, Inc. d/b/a Beyond Music ("Left Bank") pursuant to which VF2 granted to Left Bank 50% ownership in and certain exclusive administration rights to the master recordings comprising the albums "Viva Wisconsin" and "Freak Magnet" (the "Albums"). Left Bank materially breached its obligations to VF2 thereunder as follows:

1. Left Bank failed to properly render quarterly accountings on a timely basis for all periods covered under the agreement, from inception to the present.
2. Left Bank failed to pay VF2 royalties due and payable with respect to copies of the Albums made and/or distributed by Left Bank and/or its licensees from inception to date.

VF2 is presently unaware of the actual number of units sold from inception to date, and demands an accounting of all such sales in order to calculate the total amount of royalties due.

VF2 hereby reserves all of its rights and remedies with regard to Left Bank, its assignee and the assigned assets of Left Bank.